

UNITED STATES DISTRICT COURT
DISTRICT OF DELAWARE

MAGTEN ASSET MANAGEMENT CORPORATION
and LAW DEBENTURE TRUST COMPANY OF NEW
YORK,

Plaintiffs,

v.

NORTHWESTERN CORPORATION,

Defendant.

C.A. No. 04-1494-JJF

MAGTEN ASSET MANAGEMENT CORPORATION,

Plaintiff,

v.

PAUL HASTINGS JANOFSKY & WALKER LLP,

Defendant.

C.A. No. 04-1256-JJF

MAGTEN ASSET MANAGEMENT CORPORATION,

Plaintiff,

v.

MIKE J. HANSON & ERNIE J. KINDT,

Defendants.

C.A. No. 05-0499-JJF

**DEFENDANT NORTHWESTERN CORPORATION'S
MOTION FOR A PROTECTIVE ORDER**

NorthWestern Corporation ("NorthWestern"), defendant in the above-captioned action styled *Magten Asset Management Corp. et al. v. NorthWestern Corp.*, C.A. 04-1494-JJF, by and through its counsel, Greenberg Traurig, LLP and Curtis, Mallet-Prevost, Colt & Mosle

LLP, hereby moves, pursuant to Rule 26(c) of the Federal Rules of Civil Procedure, for a Protective Order limiting discovery in connection with the above-captioned actions, for the reasons set forth in NorthWestern's Memorandum of Law and accompanying Affidavit of Joseph D. Pizzurro, both filed contemporaneously herewith.

Dated: Wilmington, Delaware
February 2, 2006

GREENBERG TRAURIG, LLP

By : /s/ Victoria W. Counihan
Victoria Counihan (No. 3488)
Dennis Meloro (No. 4435)
The Nemours Building
1007 North Orange Street
Suite 1200
Wilmington, Delaware 19801
Tel: (302) 661-7000
Fax: (302) 661-7360

-and-

**CURTIS, MALLET-PREVOST,
COLT & MOSLE LLP**

Joseph D. Pizzuro, Esq.
Steven J. Reisman, Esq.
Nancy E. Delaney, Esq.
Miriam K. Harwood, Esq.
101 Park Avenue
New York, New York 10178-0061
Tel: (212) 696-6000
Fax: (212) 697-1559

*Counsel for Defendant
NorthWestern Corporation*